

GOVERNANCE COMMITTEE CHARTER

Purpose	<p>To oversee the Board, committee and Governor evaluation process;</p> <ol style="list-style-type: none"> 1. To develop, review periodically and recommend amendments to the corporate governance practices, processes and structures of CFA Institute, as reflected in the Articles of Incorporation and Bylaws, governance guidelines, committee charters, delegations of authority, job descriptions for Governors and officers who serve on the Board, and other relevant policies, practices and procedure. 2. To advise the Chair of the Board of CFA Institute (the “Board Chair”) as to Board committee leadership and composition; <ul style="list-style-type: none"> • To evaluate the performance of the Board Chair and provide feedback to the Board Chair as to his or her performance; and • To provide oversight of the governance policies relating to its engagement with members.
Membership	<p>The Committee shall be composed of a minimum of three Governors appointed by the Board.</p>
Meetings	<p>The Committee shall meet as often as deemed necessary or appropriate, in its judgment, to discharge its duties and responsibilities.</p>
Oversight	<p>Review Board practices and Board culture, including but not limited to training, orientation, operations and effectiveness.</p> <p>Evaluate the performance of the Board of Governors, Board Chair, Board committees, and individual Governors.</p> <p>Determine independence of Governors.</p> <p>Recommend mitigations and management for conflicts of interest.</p> <p>Regularly review and recommend any necessary changes to:</p> <p>CFA Institute Articles of Incorporation and Bylaws</p> <p>Governance guidelines and policies, committee charters, and job descriptions for Governors and officers.</p> <p>Reservation of Authority</p> <p>Consider the Board’s size, leadership and membership composition of committees and the Board, and skills needed.</p> <p>Review and recommend the annual proxy statement, meeting of members date/location, and engagement policies.</p> <p>Review governance of the CFA Institute Research Foundation and appoint Governors as ex officio Trustees.</p> <p>Provide oversight of the implementation of and adherence to the US Public Company Standards that the Board has resolved to adopt for CFA Institute.</p> <p>Periodically review the role of the Presidents Council Representatives</p>

	<p>(“PCRs”) with respect to the organization’s corporate governance and provide oversight of the engagement of PCRs with CFA Institute.</p> <p>Evaluate and monitor the social, political, and environmental trends, issues, concerns, legislative proposals and regulatory developments that could significantly affect the public affairs of CFA Institute.</p>
Evaluation	
Executive Liaison	Chief Legal Officer

Purpose

The purpose of the Governance Committee (the “Committee”) of the Board of Governors (the “Board”) of CFA Institute is:

- To oversee the Board, committee and Governor evaluation process;
- To develop, review periodically and recommend amendments to the corporate governance practices, processes and structures of CFA Institute, as reflected in the Articles of Incorporation and Bylaws, governance guidelines, committee charters, delegations of authority, job descriptions for Governors and officers who serve on the Board, and other relevant policies, practices and procedures;
- To advise the Chair of the Board of CFA Institute (the “Board Chair”) as to Board committee leadership and composition;
- To evaluate the performance of the Board Chair and provide feedback to the Board Chair as to his or her performance; and
- To provide oversight of the governance policies relating to its engagement with members.

Membership

The Committee shall be composed of a minimum of three Governors appointed by the Board.

Each member of the Committee shall be independent in accordance with the applicable rules and standards of the New York Stock Exchange and any independence guidelines of CFA Institute that apply to members of the Committee.

The Board’s Vice Chair shall serve as the presumptive Chair of the Committee (the “Chair”) or the Board may appoint a member of the Committee to serve in such capacity.

Meetings

The Chair shall preside at meetings of the Committee and shall set the agenda in consultation with the members.

The Committee shall meet as often as deemed necessary or appropriate, in its judgment, to discharge its duties and responsibilities. Meetings of the Committee may be held in-person and/or via telephonic or electronic conference, and at such times and places as the Committee determines. A majority of the members shall constitute a quorum. If a quorum is present, a majority of the members present shall decide any matter brought before the Committee. The Chair may call a meeting of the Committee upon due notice to all other members at least one month prior to the meeting as standard practice and at least 48 hours prior to the meeting for more urgent matters. Notice by electronic mail shall be sufficient notice. The Committee may also act by written consent signed by all of its members.

The Committee, acting through its Chair, may ask any officer of CFA Institute to attend a meeting of the Committee or for such person to meet with advisers to the Committee.

Duties and Responsibilities of the Committee and Decision Rights

In addition to carrying out any other responsibilities delegated to the Committee by the Board, the Committee shall:

Governance Matters

Action	Decision Rights	Consulting Entity	Committee Oversight Only
Review information and take appropriate action with respect to Board practices and Board culture, including but not limited to training, orientation, operations and effectiveness.			●
Oversee the process for evaluating the performance of the Board, Board committees and individual Governors, and prepare and report to the Board the results of such annual evaluations.			●
Evaluate annually the performance of the Board Chair in fulfilling the requirements of the Board Chair job description and provide feedback to the Board Chair regarding the results of his or her performance evaluation.			●
Determine whether a Governor is independent each year after reviewing relevant facts and circumstances.	Governance Committee		
Recommend to the Board for approval the plan to mitigate and manage conflicts of interest arising with respect to any Governor, in accordance with the Code of Conduct for CFA Institute Governors and the CFA Institute Conflict of Interest Policy.	Board of Governors		●
Develop, review periodically, and recommend amendments to the corporate governance practices, processes, and structures of CFA Institute as reflected in the Articles of Incorporation and Bylaws.	Board of Governors and/or* Regular Members		●
Develop, review periodically, and recommend for Board approval amendments to the governance guidelines, committee charters, job descriptions for Governors and officers who serve on the Board, and other relevant policies, practices, and procedures of CFA Institute.	Board of Governors		●
Alongside the Risk Committee, review annually the organization's delegations of authority (i.e., Decision Rights Matrix) and recommend revisions, as deemed necessary by the Committee, for Board approval.	Board of Governors	Risk Committee	●
Recommend any modifications to the Articles of Incorporation and Bylaws regarding the range in Board size and Governor tenure for approval by the regular members.	Regular Members	Board of Governors	●

Recommend for Board approval any modification to the Board’s size within the range stated in the Articles of Incorporation and Bylaws.	Board of Governors		●
Advise the Board Chair as to the leadership and member composition of each committee of the Board annually, with such appointments to be approved by the Board.	Board of Governors	Incoming Board Chair	●
Recommend annually for Board approval the skills and qualities required to yield optimal Board performance.	Board of Governors	Nominating Committee	●
Review and recommend annually to the Board for approval, proxy statements that are distributed to CFA Institute members, and provide oversight of the governance policies relating to its engagement with members.	Board of Governors		●
Review the date, location, and time of the Annual Meeting of Members and all dates associated with the annual proxy process as required by local law and recommend for Board approval.	Board of Governors		●
Periodically review the governance of CFA Institute Research Foundation (the “Research Foundation”) and provide oversight of Research Foundation operations through the agreement with CFA Institute.			●
Appoint Governors to serve as ex-officio members of the Research Foundation Board of Trustees.	Governance Committee	Board Chair	
Provide oversight of the implementation of and adherence to the US Public Company Standards that the Board has resolved to adopt for CFA Institute.			●
Periodically review the role of the Presidents Council Representatives (“PCRs”) with respect to the organization’s corporate governance and provide oversight of the engagement of PCRs with CFA Institute.		Society Partnership Advisory Council	●
Evaluate and monitor the social, political, and environmental trends, issues, concerns, legislative proposals and regulatory developments that could significantly affect the public affairs of CFA Institute.			●

**Regular Members have sole approval authority over the Articles of Incorporation and certain sections of the Bylaws.*

Working Groups and Reporting

Action	Decision Rights	Committee Oversight Only
Create working groups as needed and ensure they have a defined purpose, scope, and list of deliverables.	Governance Committee	
Review the purpose, scope, and deliverables of the working groups created by other committees of the Board.		●
Report regularly to the Board on Committee findings and recommendations and maintain minutes or other records of Committee meetings and activities.		●
Be responsible to the Board for its activities.		●

Authority to Engage Advisers

Action	Decision Rights	Committee Oversight Only
The Committee has authority to retain advisers when it deems appropriate and shall have authority to approve fees and terms of retention, without the prior permission of the Board or management, and shall be provided the necessary resources for such purpose.	Governance Committee	
The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any adviser the Committee retains. To the extent required by applicable rules or policies, the Committee shall conduct an independence assessment, taking into consideration any factors the Committee deems relevant to the adviser's independence from management, prior to selecting or receiving advice from such adviser.	Governance Committee	

Annual Evaluation

The Committee shall conduct an annual self-evaluation of the performance of the Committee, including a review of the adequacy of this Charter annually, and recommend to the Board such amendments as the Committee deems appropriate.

Executive Liaison

The management liaison to the Committee is the Chief Legal Officer or his or her designee.